

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

BACHRACH ACQUISITION, LLC,

Debtor.

Chapter 11

Case No. 09-12918 (SMB)

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF BACHRACH ACQUISITION, LLC
TO RETAIN AND EMPLOY KELLEY DRYE & WARREN LLP AS
COUNSEL NUNC PRO TUNC TO MAY 27, 2009**

Upon the application (the “Application”), dated June 25, 2009, of the Official Committee of Unsecured Creditors (the “Committee”) of Bachrach Acquisition, LLC, (the “Debtor”) for an order, pursuant to sections 1103(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, authorizing the Committee to retain and employ the law firm of Kelley Drye & Warren LLP (“Kelley Drye”), *nunc pro tunc* to May 27, 2009, and upon the declaration of James S. Carr, Esq., a member of the firm of Kelley Drye, dated June 25, 2009 (the “Carr Declaration”), and upon the supplemental declaration of James S. Carr Esq., dated July 31, 2009 (the “Supplemental Carr Declaration”); and it appearing that the members, counsel, and associates of Kelley Drye who will be engaged in this chapter 11 case are duly qualified to practice before this Court; and the Court being satisfied, based on the representations made in the Application, the Carr Declaration, and the Supplemental Carr Declaration, that said attorneys represent no interest adverse to the Committee or the Debtor’s estate with respect to the matters upon which they are to be engaged, that they are “disinterested persons,” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, that Kelley Drye’s employment is necessary and would be in the best interest of the Committee and the Debtor’s estate; and finding that adequate notice

of the Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is

~~ORDERED that the Application is approved; and it is further~~ **SMB 8/5/09**

ORDERED that, in accordance with sections 1103(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized and empowered to retain and employ the firm of Kelley Drye as its counsel, *nunc pro tunc* to May 27, 2009, to represent the Committee in this case under chapter 11 of the Bankruptcy Code and such retention is hereby approved; and it is further

ORDERED that upon the Application, the Carr Declaration, and the Supplemental Carr Declaration, the Court finds that Kelley Drye does not hold or represent any interest adverse to the estate or represents any other entity having an adverse interest in connection with this chapter 11 case and that Kelley Drye is a disinterested person; and it is further

ORDERED that Kelley Drye shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court.

Dated: August 5, 2009
New York, New York

/s/ STUART M. BERNSTEIN
THE HONORABLE STUART M. BERNSTEIN
CHIEF UNITED STATES BANKRUPTCY JUDGE

NO OBJECTION:

Office of the United States Trustee

/S/
By: _____

Dated: _____, 2009